



Registration of a Charge

Company name: **Austim Care (UK) Limited**

Company number: **03997337**



X4JV3F9S

Received for Electronic Filing: **10/11/2015**

Details of Charge

Date of creation: **06/11/2015**

Charge code: **0399 7337 0019**

Persons entitled: **HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED**

Brief description:

Contains fixed charge(s).

Contains floating charge(s) (floating charge covers all the property or undertaking of the company).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION**

**FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL
INSTRUMENT.**

Certified by:

CLIFFORD CHANCE LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 3997337

Charge code: 0399 7337 0019

The Registrar of Companies for England and Wales hereby certifies that a charge dated 6th November 2015 and created by Austim Care (UK) Limited was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 10th November 2015 .

Given at Companies House, Cardiff on 11th November 2015

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

SECURITY ACCESSION DEED

To: HSBC Corporate Trustee Company (UK) Limited as Security Agent

THIS DEED is made on 6 ^{November A+O 65} ~~July~~ 2015 by the parties listed in Schedule 1 (*The New Chargors*) of this Deed (each a "New Chargor") in relation to the debenture originally dated 29 June 2012 (as supplemented by supplemental deeds of charge dated 17 July 2014 and 29 June 2015) entered into by the Chargors (as defined therein) in favour of HSBC Corporate Trustee Company (UK) Limited as chargee (the "**Debenture**") in respect of the senior term loan and revolving facilities agreement dated 8 June 2012 (as amended and restated by supplemental agreements dated 16 January 2014, 17 July 2014 and 29 June 2015) between, amongst others, Listrac Midco Limited as parent and guarantor, Listrac Bidco Limited as borrower and guarantor, HSBC Bank PLC as Agent, the Security Agent and the financial institutions named therein as lenders (the "**Senior Facilities Agreement**").

Terms defined in the Debenture shall have the same meanings when used in this Deed.

Each New Chargor hereby confirms that, as from the date of this Deed, it intends to be a party to the Debenture as a Chargor, undertakes to perform all the obligations expressed in the Debenture to be assumed by a Chargor and agrees that it shall be bound by all the provisions of the Debenture, as if it had been an original party to the Debenture.

Details of certain of the assets of each New Chargor which are subject to the security constituted by the Debenture are set out in the Schedules to this Deed.

This Deed and any non-contractual obligations arising out of or in connection with it are governed by English law.

This Deed is a Finance Document under the Senior Facilities Agreement.

SCHEDULE 1

THE NEW CHARGORS

Name of Acceding Guarantor	Registration number	Jurisdiction of Incorporation
Autism Care (Bedford) Limited	08809155	England and Wales
Autism Care (North West) Limited	04298661	England and Wales
Autism Care (Properties) Limited	02785715	England and Wales
Autism Care (UK) Holdings Limited	09031726	England and Wales
Autism Care (UK) Limited	03997337	England and Wales
Autism Care Properties (2) Limited	06511089	England and Wales
Autism Care UK (2) Limited	07266463	England and Wales
Autism Care UK (3) Limited	07762575	England and Wales
Autism Care UK (4) Limited	07884044	England and Wales
Burgess Care Limited	03156981	England and Wales
Care UK Learning Disabilities Services Limited <i>Living Ambitions Limited A+0</i>	02622175	England and Wales
Living Ambitions Limited <i>Homebridge Two Limited A+0</i>	<i>ES.</i> 02772562	England and Wales

SCHEDULE 2

DETAILS OF SHARES

Chargor	Name of company in which shares are held	Name of nominee (if any) by whom shares are held	Class of shares held	Number of shares held
Autism Care (UK) Holdings Limited	Autism Care (North West) Limited	N/A	Ordinary shares of £1.00	100
Autism Care (UK) Holdings Limited	Autism Care (UK) Limited	N/A	Ordinary shares of £1.00	750
Autism Care (UK) Holdings Limited	Burgess Care Limited	N/A	Ordinary shares of £1.00	1,000
Autism Care (UK) Holdings Limited	Autism Care Properties (2) Limited	N/A	Ordinary shares of £1.00	1
Autism Care (UK) Holdings Limited	South Wales Care Ltd	N/A	Ordinary shares of £1.00	100,087
Autism Care (UK) Limited	Autism Care (Bedford) Limited	N/A	Ordinary shares of £1.00	1
Autism Care (UK) Limited	Autism Care UK (4) Limited	N/A	Ordinary shares of £1.00	1
Autism Care (UK) Limited	Autism Care (Properties) Limited	N/A	Ordinary shares of £1.00	4
Autism Care Properties (2) Limited	Autism Care UK (2) Limited	N/A	Ordinary shares of £1.00	1
Autism Care Properties (2) Limited	Autism Care UK (3) Limited	N/A	Ordinary shares of £1.00	1
Autism Care Properties (2) Limited	Hailsham Investments Limited	N/A	Ordinary shares of £1.00	1

SCHEDULE 3

DETAILS OF MATERIAL REAL PROPERTY

Chargor	Property name	Property Address	Title number
Autism Care Properties Limited (2)	Rother Heights	Rother Crescent, Treeton, Rotherham S60 5QY	SYK 297835
Autism Care Properties Limited (2)	Alexandra Park	Alexandra Way, Newbiggin-by-the Sea NE64 6JG	ND 157495
Living Ambitions Limited ATO 65- Care UK Learning Disabilities Services Limited	Whitwood Grange	Whitwood Lane, Castleford, West Yorkshire WF10 5QD	WYK 721497, WYK 580364, WYK 880370
Homebridge Two Limited ATO 65- Care UK Learning Disabilities Services Limited	Grosvenor Avenue	89 Grosvenor Avenue, Carshalton, Sutton SM3 3EN	SGL 167487
Homebridge Two Limited ATO 65- Care UK Learning Disabilities Services Limited	Victoria Avenue	63 Victoria Avenue, Wallington, Sutton SM6 7JP	SY 211063 & SGL 588337
Homebridge Two Limited ATO 65- Care UK Learning Disabilities Services Limited	Guildford Road 330a	Guildford Road, Bisley, Surrey GU24 9AD	SY 636864
Homebridge Two Limited ATO 65- Care UK Learning Disabilities Services Limited	Guildford Road 330	Guildford Road, Bisley, Surrey GU24 9AD	SY 589197

SCHEDULE 4

DETAILS OF ACCOUNTS

Chargor	Account Number	Sort Code	IBAN	Account Name	Bank
65- Living Ambitions Limited ATO	Care UK Learning Disabilities Services Limited			Care UK Learn Dis Servs LTD	HSBC Bank plc
65- Living Ambitions Limited ATO	Care UK Learning Disabilities Services Limited			Care UK Learn Dis Servs LTD	HSBC Bank plc
65- Living Ambitions Limited ATO	Care UK Learning Disabilities Services Limited			Care UK Learn Dis Servs LTD	HSBC Bank plc
65- Homebridge Two Limited ATO	Living Ambitions Limited (formerly Homebridge Ltd.)			Homebridge LTD	HSBC Bank plc
	Autism Care (North West) Limited			Autism Care North West	HSBC Bank plc
	Autism Care (North West) Limited			Autism Care North West	Lloyds Bank
	Autism Care (UK) Limited			Autism Care UK	HSBC Bank plc
	Autism Care (UK) Limited			Autism Care UK	Lloyds Bank plc
	Burgess Care Limited			Burgess Care	HSBC Bank plc
	Burgess Care Limited			Burgess Care	Lloyds Bank plc
	Autism Care Properties (2) Limited			Autism Care Properties 2	Lloyds Bank plc
	Autism Care (Bedford) Limited			Autism Care Bedford	HSBC Bank plc
	Autism Care (Bedford) Limited			Autism Care Bedford	Lloyds Bank plc

EXECUTION VERSION

Chargor	Account Number	Sort Code	IBAN	Account Name	Bank
Autism Care UK (4) Limited				Autism Care UK 4	HSBC Bank plc
Autism Care UK (4) Limited				Autism Care UK 4	Lloyds Bank plc
Autism Care (Properties) Limited				Autism Care Properties	HSBC Bank plc
Autism Care (Properties) Limited				Autism Care Properties	Lloyds Bank plc
Autism Care UK (2) Limited				Autism Care UK 2	HSBC Bank plc
Autism Care UK (2) Limited				Autism Care UK 2	Lloyds Bank plc
Autism Care UK (3) Limited				Autism Care UK 3	HSBC Bank plc
Autism Care UK (3) Limited				Autism Care UK 3	Lloyds Bank plc

SCHEDULE 5

DETAILS OF INTELLECTUAL PROPERTY

None at the date of this Deed.

EXECUTION VERSION

EXECUTED as a DEED

by AUTISM CARE (BEDFORD) LIMITED

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by AUTISM CARE (NORTH WEST) LIMITED

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTION VERSION

EXECUTED as a DEED

by **AUTISM CARE (PROPERTIES) LIMITED**

[Redacted Signature]

Signature of Director

[Redacted Name]

Name of Director

in the presence of:

[Redacted Signature]

Signature of witness

[Redacted Name]

Name of witness

[Redacted Address]

Address of witness

[Redacted Occupation]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by **AUTISM CARE (UK) HOLDINGS LIMITED**

[Redacted Signature]

Signature of Director

[Redacted Name]

Name of Director

in the presence of:

[Redacted Signature]

Signature of witness

[Redacted Name]

Name of witness

[Redacted Address]

Address of witness

[Redacted Occupation]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by **AUTISM CARE (UK) LIMITED**

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by **AUTISM CARE PROPERTIES (2) LIMITED**

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTION VERSION

EXECUTED as a DEED

by AUTISM CARE UK (2) LIMITED

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by AUTISM CARE UK (3) LIMITED

[REDACTED]

Signature of Director

[REDACTED]

Name of Director

in the presence of:

[REDACTED]

Signature of witness

[REDACTED]

Name of witness

[REDACTED]

Address of witness

[REDACTED]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by ~~AUTISM CARE UK (4) LIMITED~~

[Redacted Signature]

Signature of Director

[Redacted Name]

Name of Director

in the presence of:

[Redacted Signature]

Signature of witness

[Redacted Name]

Name of witness

[Redacted Address]

Address of witness

[Redacted Occupation]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by ~~BURNESS CARE LIMITED~~

[Redacted Signature]

Signature of Director

[Redacted Name]

Name of Director

in the presence of:

[Redacted Signature]

Signature of witness

[Redacted Name]

Name of witness

[Redacted Address]

Address of witness

[Redacted Occupation]

Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTION VERSION

EXECUTED as a DEED

by ~~CARE OF LEARNING DISABILITIES SERVICES LIMITED~~ **LIVING AMBITIONS LIMITED** A+D 65

 Signature of Director
Name of Director

in the presence of:

 Signature of witness
 Name of witness

 Address of witness

 Occupation of witness


Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

by ~~LIVING AMBITIONS LIMITED~~ **HOMEBRIDGE TWO LIMITED** A+D 65

 Signature of Director
Name of Director

in the presence of:

 Signature of witness
 Name of witness

 Address of witness

 Occupation of witness

Address: 56 Southwark Bridge Road, SE1 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

The Security Agent

HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED

By:



Address: 8 Canada Square
London
E14 5HQ

Fax: +44 (0)20 7991 4350

Attention: CTLA Trustee Services Administration